

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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PUBLIC EMPLOYEES' RETIREMENT SYSTEM OF :	:	
MISSISSIPPI, et al., Individually and On Behalf of All :	:	
Others Similarly Situated,	:	
	:	
Plaintiffs,	:	08 Civ. 10841 (JSR)
	:	ECF CASE
v.	:	
	:	
MERRILL LYNCH & CO. INC., et al.,	:	
	:	
Defendants.	:	
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**DECLARATION OF JAY B. KASNER IN
SUPPORT OF THE MOTION OF THE MERRILL LYNCH
DEFENDANTS AND THE INDIVIDUAL DEFENDANTS
TO DISMISS THE AMENDED CLASS ACTION COMPLAINT**

JAY B. KASNER, under penalty of perjury, declares as follows:

1. I am a member of the Bar of this Court and of the firm Skadden, Arps, Slate, Meagher & Flom LLP, attorneys for Defendants Merrill Lynch & Co., Inc., Merrill Lynch Mortgage Investors, Inc., and Merrill Lynch, Pierce, Fenner & Smith, Inc., (collectively, the "Merrill Lynch Defendants") and Defendants Matthew Whalen, Paul Park, Brian T. Sullivan, Michael M. McGovern, Donald J. Puglisi, and Donald C. Han (collectively, the "Individual Defendants").

2. I submit this declaration in support of the Motion of the Merrill Lynch Defendants and the Individual Defendants to Dismiss the Amended Class Action Complaint and to transmit to the Court true and correct copies of the documents described below.

EXHIBITS	DOCUMENT
1	Plaintiffs' Certifications Regarding Securities Purchased and Sold, Attachments 1-5 to the Consolidated Class Action Complaint, dated May 20, 2009.
2	Relevant excerpts from the PHH Corporation Form 10-Q for the quarter ending June 30, 2008. (Amended Class Action Complaint (“AC”) ¶ 172).
3	<u>Subprime Shakeout</u> by Worth Civils and Mark Gongloff, Wall Street Journal Online.
4	<u>Tremors At The Door</u> by Vikas Bajaj and Christine Haughney, New York Times, dated January 26, 2007.
5	<u>East Coast Money Lent Out West</u> by Vikas Bajaj, New York Times, dated May 8, 2007.
6	<u>Borrowers Betrayed</u> by Jack Dolan, Matthew Haggman and Rob Barry, Miami Herald, dated December 7, 2008. (AC ¶ 162).
7	<u>OCC Closes First National Bank of Nevada and Appoints FDIC Receiver</u> by Comptroller of the Currency, dated July 25, 2008. (AC ¶ 167).
8	Relevant excerpt of Fitch Ratings RMBS Performance Update, dated June 2010, available at www.fitchratings.com .
9	Relevant excerpt of Moody's Investors Service Structured Finance Quick Check, dated July 19, 2010, available at www.moody.com .
10	Certificate of Assumed Name filed with the New York Department of State.
11	Certificateholder Distribution Report for Merrill Lynch Mortgage Investors Trust Mortgage Loan Asset-Backed Certificates Series 2006-FM1 (excerpts), for distribution date June 25, 2010. (AC ¶ 209).
12	Certificateholder Distribution Report for Merrill Lynch Mortgage Investors Trust Mortgage Loan Asset-Backed Certificates Series 2006-RM3 (excerpts), for distribution date June 25, 2010. (AC ¶ 209).
13	Certificateholder Distribution Report for Merrill Lynch Mortgage Investors Trust Mortgage Loan Asset-Backed Certificates Series 2006-AHL1 (excerpts), for distribution date June 25, 2010. (AC ¶ 209).
14	Certificateholder Distribution Report for Merrill Lynch Mortgage Loans Inc. Mortgage Loan Asset-Backed Certificates Series 2006-WCM1 (excerpts), for distribution date June 25, 2010. (AC ¶ 209).
15	Certificateholder Distribution Report for Merrill Lynch First Franklin Mortgage Loan Trust Mortgage Loan Asset-Backed Certificates Series 2007-A (excerpts), for distribution date June 25, 2010. (AC ¶ 209).
16	Merrill Lynch Alternative Note Asset Trust, Series 2007-F1 Prospectus Supplement (excerpts), dated March 23, 2007. (AC Count VIII).

EXHIBITS	DOCUMENT
17	Merrill Lynch Alternative Note Asset Trust, Series 2007-A3 Prospectus Supplement (excerpts), dated April 26, 2007. (AC Count I).
18	Merrill Lynch Alternative Note Asset Trust, Series 2007-AF1 Prospectus Supplement (excerpts), dated May 29, 2007. (AC Count II).
19	Merrill Lynch First Franklin Mortgage Loan Trust, Series 2007-2 Prospectus Supplement (excerpts), dated April 25, 2007. (AC Count III).
20	Merrill Lynch First Franklin Mortgage Loan Trust, Series 2007-3 Prospectus Supplement (excerpts), dated May 29, 2007. (AC Count IV).
21	Merrill Lynch First Franklin Mortgage Loan Trust, Series 2007-4 Prospectus Supplement (excerpts), dated June 25, 2007. (AC Count V).
22	Merrill Lynch First Franklin Mortgage Loan Trust, Series 2007-A Prospectus Supplement (excerpts), dated September 6, 2007. (AC Count VI).
23	Credit-Based Asset Servicing and Securitization 2007-CB4 Trust Prospectus Supplement (excerpts), dated April 26, 2007. (AC Count VII).
24	Merrill Lynch Mortgage Investors, Series 2006-WMC1 Prospectus Supplement (excerpts), dated February 10, 2006. (AC Count XVI).
25	Merrill Lynch Mortgage Investors Trust, Series 2006-WMC2 Prospectus Supplement (excerpts), dated March 28, 2006. (AC Count XVII).
26	Merrill Lynch Mortgage Investors Trust, Series 2006-A1 Prospectus Supplement (excerpts), dated March 29, 2006. (AC Count XVIII).
27	Merrill Lynch Mortgage Investors Trust, Series MLCC 2006-2 Prospectus Supplement (excerpts), dated April 26, 2006. (AC Count XIII).
28	Merrill Lynch Mortgage Investors Trust, Series 2006-RM3 Prospectus Supplement (excerpts), dated June 26, 2006. (AC Count XV).
29	Merrill Lynch Mortgage Investors Trust, Series 2006-AHL1 Prospectus Supplement (excerpts), dated June 27, 2006. (AC Count XIV).
30	Merrill Lynch Mortgage Investors Trust, Series 2006-FM1 Prospectus Supplement (excerpts), dated June 28, 2006. (AC Count X).
31	Merrill Lynch Mortgage Investors Trust, Series 2006-MLN1 Prospectus Supplement (excerpts), dated September 27, 2006. (AC Count IX).
32	Merrill Lynch Mortgage Investors Trust, Series 2006-RM5 Prospectus Supplement (excerpts), dated October 25, 2006. (AC Count XII).
33	Merrill Lynch Mortgage Investors Trust, Series 2006-FF1 Prospectus Supplement (excerpts), dated December 21, 2006. (AC Count XI).
34	Ownit Mortgage Loan Trust, Series 2006-2 Prospectus Supplement (excerpts), dated March 7, 2006. (AC Count XIX).

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 6, 2010

/s/ Jay B. Kasner

JAY B. KASNER